Cyclacel Pharmaceuticals, Inc.
Form S-8
August 22, 2012

As filed with the Securities and Exchange Commission on August 22, 2012

REGISTRATION NO. 333 -

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CYCLACEL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**91-1707622** (I.R.S. Employer Identification No.)

200 Connell Drive
Suite 1500
Berkeley Heights, New Jersey 07922

(Address of Principal Executive Offices) (Zip Code)

CYCLACEL PHARMACEUTICALS, INC.

AMENDED AND RESTATED 2006 EQUITY INCENTIVE PLAN

(Full title of the plan)

Spiro Rombotis
President and Chief Executive Officer
Cyclacel Pharmaceuticals, Inc.
200 Connell Drive, Suite 1500
Berkeley Heights, NJ 07922
(908) 517-7330

(Name and address of agent for service)

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (Do not check if smaller reporting company)	Smaller reporting company x

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	**Amount to be Registered(1)(2)**	**Proposed Maximum Offering Price Per Share (3)**	**Proposed Maximum Aggregate Offering Price (3)**	**Amount of Registration Fee(3)**
Common Stock, par value $0.001 per share	2,200,000	$ 0.53	$ 1,166,000	$ 133.62
	4,800,000	$ 0.53	$ 2,544,000	$ 291.54
	7,000,000		$ 3,710,000	$ 425.16

(1) The number of shares of common stock, par value $0.001 per share (the Common Stock), stated above consists of the aggregate number of shares which may be sold (i) upon the exercise of options which have been granted and/or (ii) upon the exercise of options or issuances of stock awards which may hereafter be granted under the Cyclacel Pharmaceuticals, Inc. Amended and Restated 2006 Equity Incentive Plan (the Plan). The additional Common Stock is reserved for issuance under the Plan, pursuant to the Amended and Restated 2006 Equity Incentive Plan, revised May 23, 2012.

(2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(3) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act as follows: (i) in the case of shares of Common Stock which may be purchased upon exercise of outstanding options, the fee is calculated on the basis of the price at which the options may be exercised; and (ii) in the case of shares of Common Stock for which options and/or stock awards have not yet been granted and the option price of which is therefore unknown, the fee is calculated on the basis of the high and low sale prices per share of the Common Stock as reported on the NASDAQ Global Market as of a date (August 20, 2012) within five business days prior to filing this Registration Statement.

EXPLANATORY NOTE

In accordance with the instructional Note to Part I of Form S-8 as promulgated by the Securities and Exchange Commission (the Commission), the information specified by Part I of Form S-8 has been omitted from this Registration Statement on Form S-8 (the Registration Statement) for offers of Common Stock pursuant to the Cyclacel Pharmaceuticals, Inc. Amended and Restated 2006 Equity Incentive Plan (the Plan).

This Registration Statement registers additional securities of the same class as other securities for which a registration statement on Form S-8 relating to the Plan is effective. An amendment to increase the maximum number of shares of common stock reserved for issuance under the Plan was approved at the 2008 Annual Meeting of Stockholders on May 14, 2008, as reported in the Quarterly Report on Form 10-Q, filed on August 8, 2008, and an amendment to increase the maximum number of shares of common stock reserved for issuance under the Plan was approved at the 2012 Annual Meeting of Stockholders on May 23, 2012, as reported on the Current Report on Form 8-K, filed on May 24, 2012. In accordance with General Instruction E to Form S-8, Cyclacel Pharmaceuticals, Inc. (the Registrant) incorporates by reference the contents of the Registrant s registration statement on Form S-8, File No. 333-143786, filed with the Commission on June 15, 2007.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

A list of exhibits filed herewith or incorporated by reference is contained in the Exhibit Index, which is incorporated herein by reference.

SIGNATURES AND POWERS OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Berkeley Heights, State of New Jersey, on the 22nd day of August, 2012.

CYCLACEL PHARMACEUTCALS, INC.

By	/s/ Paul McBarron Paul McBarron Chief Operating Officer, Chief Financial Officer and Executive Vice President, Finance

Each person whose signature appears below constitutes and appoints Spiro Rombotis and Paul McBarron, and each of them singly, as his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him/her and in his/her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Cyclacel Pharmaceuticals, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Spiro Rombotis Spiro Rombotis	President and Chief Executive Officer (Principal Executive Officer)	August 22, 2012
/s/ Paul McBarron	Chief Operating Officer, Chief Financial Officer and Executive Vice President, Finance (Principal Financial and Accounting Officer)	August 22, 2012
/s/ Dr. David U Prichard Dr. David U Prichard	Chairman	August 22, 2012

/s/ Dr. Christopher Henney Dr. Christopher Henney	Vice Chairman	August 22, 2012
/s/ Dr. Nicholas Bacopoulos Dr. Nicholas Bacopoulos	Director	August 22, 2012
/s/ Sir John Banham Sir John Banham	Director	August 22, 2012
/s/ Gregory Hradsky Gregory Hradsky	Director	August 22, 2012
/s/ Lloyd Sems Lloyd Sems	Director	August 22, 2012

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
10.1	Cyclacel Pharmaceuticals, Inc. 2006 Equity Incentive Plan (as filed as Appendix B to the Registrant s Revised Definitive Proxy Statement on Form 14A, filed with the Commission on April 9, 2007 and incorporated herein by reference).
10.2	Cyclacel Pharmaceuticals, Inc. Amended and Restated 2006 Equity Incentive Plan (as filed as Appendix A to the Registrant s Definitive Proxy Statement on Form 14A, filed with the Commission on April 2, 2008 and incorporated herein by reference).
10.3	Cyclacel Pharmaceuticals, Inc. Amended and Restated 2006 Equity Incentive Plan, revised May 23, 2012 (as filed as Exhibit 10.1 to the Registrant s Current Report on Form 8-K, filed with the Commission on May 24, 2012 and incorporated herein by reference).
23.1	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).
23.2	Consent of Ernst & Young (US) LLP.
23.3	Consent of Ernst & Young (UK) LLP.
24.1	Power of Attorney of the Directors and Officers of the Registrant (included in signature pages).

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- Consultants - the Plan may use consultants on a full-time retainer basis or on a project basis to provide a variety of specialized services, including plan design, investment manager searches and investment manager monitoring.

The Investment Committee, Benefits Committee or any third party provider shall discharge their respective responsibilities with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use. These actions are to be consistent with Plan provisions and investment policies, objectives and guidelines.

Eligibility

Employees are eligible to participate in the Plan as soon as administratively practicable following their date of hire. Participants are automatically enrolled in the Plan at a before-tax contribution rate of 6% unless the Participant chooses to opt out of the Plan. After automatic enrollment, Participant contributions are invested in one of the Plan's default target-date retirement portfolio funds based on the Participant's date of birth and an assumed retirement age of 65, unless the Participant selects other investment fund options.

Participant Contributions

Participants may contribute from 2% to 50% of their eligible compensation, as defined by the Plan document, through payroll deductions. Participant contributions are subject to certain Internal Revenue Code ("IRC") limitations. Participants may designate contributions as either "before-tax", "after-tax" or a combination of both. Participants' before-tax contributions and Company contributions are deferred compensation pursuant to Section 401(k) of the IRC.

Company Contributions

Under the provisions of the Plan document, the Company matches Participant contributions of each individual Participant's eligible compensation. The Company matches 6% of each individual Participant's eligible compensation and also provides Participants with an annual retirement contribution of 5% of each individual Participant's eligible compensation. Unlike the Company's matching contribution, employees are eligible for an annual retirement contribution regardless of whether the employee contributes to the Plan.

To be eligible for the annual retirement contribution, Participants must be employed on December 31 of the preceding year (or have died during that year). The annual retirement contribution is made by the Company during the year following the year in which it is earned and is recorded as a contribution receivable from the employer in the statement of net assets available for benefits.

Vesting

All Participant contributions, including any investment income, appreciation or depreciation, are fully vested at all times. Company match contributions to active Participants, including any investment income, appreciation or depreciation, are also vested at all times. Prior to January 1, 2008, Participants vested in employer match contributions after completing three years of vesting service. Participants hired before January 1, 2008 with unvested Company match contributions, and not actively employed on January 1, 2008, retain employer match contributions in their account and forfeit unvested Company match contributions upon request for distribution.

Active Participants vest in the annual retirement contribution, including any investment income, appreciation or depreciation, after completing three years of vesting service beginning with date of hire. Participants with unvested annual retirement contributions, and not actively employed by the Company, retain the annual retirement contributions in their account and forfeit unvested annual retirement contributions upon request for distribution.

Forfeitures

Forfeitures are limited to:

- Unvested company match contributions, including any investment appreciation or depreciation, retained by Participants hired before January 1, 2008 and not actively employed on January 1, 2008.
- Unvested annual retirement contributions, including any investment appreciation or depreciation, retained by Participants not actively employed by the Company.

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Forfeited Company contributions of $70,116 as of December 31, 2017 were available for reducing future employer contributions or to restore prior forfeitures under certain conditions.

Distributions and Withdrawals

A Participant's entire vested account balance is eligible for distribution upon termination of employment, retirement, disability or death. Participants who suffer a financial hardship, as defined in the Plan document, may withdraw all or part of their vested account balance before tax contributions subject to certain provisions, as described in the Plan document. Company contributions to the Plan shall not be payable on withdrawals made before the Participant reaches the age of 59 1/2. Distributions and withdrawals under the Plan are made in cash in the form of a lump sum. Payments are made as soon as administratively practicable within the provisions of the Plan. The Plan allows for in-service withdrawals of vested contributions under certain circumstances, as defined in the Plan document.

Participant Accounts

Each Participant's account is credited with the Participant's contributions, the appropriate amount of Company contributions and an allocation of the Plan's earnings or losses and the investment management fees in accordance with the allocation provisions contained in the Plan document. The benefit to which a Participant is entitled is the benefit that can be provided from the Participant's vested account balance.

Notes Receivable from Participants

Active Participants with a vested account balance of at least $2,000 may borrow up to the lesser of 50% of the vested account balance or $50,000, less the highest outstanding loan balance in the previous 12 months. The minimum loan available is $1,000 and shall not exceed $50,000. Loans are generally for periods of up to five years with certain exceptions. Loans are repaid in bi-weekly installments and include interest charges. The interest rate on new loans, fixed on the first business day of the month in which the loan was requested, is based on the Prime Lending Rate (per the Wall Street Journal) plus 1%. The range of interest rates for outstanding Participant loans as of December 31, 2017 was 4.3% to 11.5% with maturities ranging from 2018 to 2047.

Each loan is adequately secured through the balance in the Participant's plan account. If a Participant defaults on his or her loan by failing to make timely repayments, the outstanding principal and interest due on the loan is treated as a deemed distribution and reported as a taxable distribution to the Participant in the year of default. If the Participant has an outstanding loan and takes a distribution of his or her plan benefit, the outstanding principal and interest due on the loan is included in the amount distributed to the Participant.

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Investments

As of December 31, 2017, Plan Participants may direct the investment of their account in 1% increments among any of the following investment options:

Investment Option	Investment Manager
In Retirement Fund	BlackRock Institutional Trust Co.
2020 Retirement Fund	BlackRock Institutional Trust Co.
2025 Retirement Fund	BlackRock Institutional Trust Co.
2030 Retirement Fund	BlackRock Institutional Trust Co.
2035 Retirement Fund	BlackRock Institutional Trust Co.
2040 Retirement Fund	BlackRock Institutional Trust Co.
2045 Retirement Fund	BlackRock Institutional Trust Co.
2050 Retirement Fund	BlackRock Institutional Trust Co.
2055 Retirement Fund	BlackRock Institutional Trust Co.
S&P 500 Index Fund	BlackRock Institutional Trust Co.
International Stock Fund	BlackRock Institutional Trust Co.
Small-Cap Core Fund	BlackRock Institutional Trust Co.
1-3 Year Government/Credit Bond Index Fund	BlackRock Institutional Trust Co.
Money Market Fund	BlackRock Institutional Trust Co.
Core Bond Fund	Fidelity Institutional Asset Management
Large-Cap Value Fund	BlackRock Institutional Trust Co.
Large-Cap Growth Fund	BlackRock Institutional Trust Co.
Celanese Stock Fund	State Street Global Advisors

A Participant may transfer all or a portion of his or her interest, in 1% increments, from one investment fund to another, subject to trading restrictions. Each of the Plan's investment options is managed for the Plan by independent investment managers who employ a specific set of investment criteria endorsed and monitored by the Investment Committee.

Celanese Stock Fund

The Celanese Stock Fund is a "stock bonus plan" (as defined by U.S. Treasury Regulation §1.401-1 (b)(i)(iii)) with a primary investment in common shares of Celanese Corporation. Participant holdings of Celanese Corporation common shares are limited to 20% of the Participants' total account balance under the Plan. There is a 30-day restriction on reentry into the Celanese Stock Fund after a sale of stock. State Street Global Advisors is the named fiduciary of the Celanese Stock Fund. The Trustee shall vote shares of Celanese Corporation stock in accordance with the instructions of the Participants in whose accounts the shares are held.

Trustee purchases and sales of Celanese Corporation stock for the fund are as follows:

	Year Ended December 31, 2017
Number of shares purchased	52,900
Average price of shares purchased	$ 93.34
Number of shares sold	75,437
Average price of shares sold	$ 95.55

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America ("US GAAP") for all periods presented.

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Fair Value Measurement

The Company determines fair value based on the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Company considers assumptions that market participants would use when pricing the asset or liability. Market participant assumptions are categorized by a three-tiered fair value hierarchy which prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. If a financial instrument uses inputs that fall in different levels of the hierarchy, the instrument will be categorized based upon the lowest level of input that is significant to the fair value calculation. Valuations for fund investments, such as common/collective trusts, which do not have readily determinable fair values, are typically estimated using a net asset value ("NAV") provided by a third party as a practical expedient.

The levels of inputs used to measure fair value are as follows:

Level 1 - unadjusted quoted prices for identical assets or liabilities in active markets accessible by the Company

Level 2 - inputs that are observable in the marketplace other than those inputs classified as Level 1

Level 3 - inputs that are unobservable in the marketplace and significant to the valuation

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. All purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in the fair value of investments includes realized gains and losses on investments sold during the year as well as net appreciation (depreciation) of the investments held at the end of the year.

Risks and Uncertainties

The assets of the Plan consist primarily of investments held at fair value. These investments are subject to market risks and are influenced by such factors as investment objectives, interest rates, stock market performance, economic conditions and world affairs. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect Participant account balances and the amounts reported in the financial statements.

Use of Estimates

The preparation of financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from Participants are measured at their unpaid principal balance. Defaulted notes receivable from Participants are reclassified as taxable distributions based on the terms of the Plan document; thus, no allowance for doubtful accounts has been recorded as of December 31, 2017 and 2016.

Payment of Benefits

Benefits are recorded when paid.

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3. Fair Value

The Plan's investments are measured at fair value on a recurring basis and include the following items:
Common/collective trusts: Composed of various funds whose diversified portfolio is comprised of foreign and domestic equities, fixed income securities and short-term investments. Investments are valued at the NAV of units held by the Plan at year-end. There are currently no redemption restrictions or other significant restrictions preventing the sale of these investments. In the normal course of business these funds may enter into contracts that contain a variety of representations which provide general indemnifications. The maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the funds that have not yet occurred. However, the risk of loss is expected to be remote.
Corporate stock: Valued at the closing price reported on the active market in which the individual securities are traded. Automated quotes are provided by multiple pricing services and validated by the Plan custodian. These securities are traded on exchanges as well as in the over-the-counter market.
Short-term investment funds: Composed of various funds whose portfolio is comprised of foreign and domestic currencies as well as short-term securities. Investments are valued at the NAV of units held by the Plan at year-end. There are currently no redemption restrictions or other significant restrictions preventing the sale of these investments. In the normal course of business these funds may enter into contracts that contain a variety of representations which provide general indemnifications. The maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the funds that have not yet occurred. However, the risk of loss is expected to be remote.
The fair values of plan assets are as follows:

	As of December 31,	
	2017	2016
	(In $ thousands)	
Investments		
Common/collective trusts[1]	631,560	553,055
Corporate stock[2]	28,699	22,878
Short-term investment funds[1]	33,190	42,771
Total investments, at fair value	693,449	618,704

(1) In accordance with Accounting Standards Update 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or its Equivalent), certain investments that are measured at fair value using the NAV per share practical expedient have not been classified in the fair value hierarchy.
(2) Classified as a Level 1 measurement in the fair value hierarchy.

4. Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time, subject to the provisions of ERISA.

5. Federal Income Taxes

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated December 29, 2014 that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.
US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

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6. Administrative Expenses

Administrative expenses are accrued and charged against the respective funds of the Plan. Investment management fees, taxes, brokerage commissions and related fees are paid from the respective funds from which they are levied, assessed or incurred. Certain administrative expenses of the Plan may be paid by the Company. Expenses not paid by the Company are paid by the Plan.

7. Related Party and Parties-in-Interest

Certain Plan investments are shares of short-term investment funds managed by State Street Bank & Trust Company, the Trustee, and, therefore, these transactions qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions of ERISA and the IRC. The Plan also invests in the common stock of the Company as well as makes loans to Participants, both of which qualify as parties-in-interest to the Plan and are exempt from prohibited transaction rules.

8. Reconciliation of Financial Statements to Form 5500

A reconciliation of net assets available for benefits per the financial statements to the Form 5500 is as follows:

	As of December 31,	
	2017	2016
	(In $ thousands)	
Net assets available for benefits per the financial statements	718,140	646,570
Contributions receivable - employer	(13,704)	(18,216)
Accrued administrative expenses	(325)	(376)
Net assets available for benefits per Form 5500	704,111	627,978

A reconciliation of the net increase (decrease) in net assets per the financial statements for the year ended December 31, 2017 to the Form 5500 is as follows:

	(In $ thousands)
Net increase (decrease) in net assets per the financial statements	71,570
Change in accrued contributions receivable - employer	4,512
Change in accrued administrative expenses	51
Net increase (decrease) in net assets per Form 5500	76,133

The reconciling items noted above are due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements.

9. Subsequent Event

Effective June 1, 2018, the Plan allows participants to make Roth 401(k) contributions. Under the Roth 401(k) contribution election, participants’ contributions are made from after-tax contributions that will be tax-free at the time of distribution. Participants are allowed to elect both traditional 401(k) and Roth 401(k) contributions into the Plan. However, the total of the traditional 401(k) and Roth 401(k) contributions are not allowed to exceed the maximum contribution set for the Plan each year. Consistent with the traditional 401(k) contribution election, the Roth 401(k) contributions may be invested in any of the available investment options (Note 1).

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CELANESE AMERICAS RETIREMENT SAVINGS PLAN
FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(Plan # 001)
CELANESE AMERICAS CORPORATION EIN: 22-1862783 05MT
December 31, 2017

(A) Fund	(B) Identity of Issuer, Borrower, Lessor or Similar Party	(C) Description of Investment			(D) Cost	(E) Current Value
		Shares/Par	Rate of Interest	Maturity		
	SHORT-TERM INVESTMENT FUNDS					
	BGI MONEY MARKET FD FOR EBT	33,054,039.980			**	$33,054,039.98
*	STATE STREET BANK & TRUST CO	136,289.150	1.0	12/31/2030	**	136,289.15
	TOTAL SHORT-TERM INVESTMENT FUNDS	33,190,329.130				$33,190,329.13
	CORPORATE STOCKS - COMMON					
*	CELANESE CORP SERIES A	268,012.000			**	$28,698,724.96
	TOTAL CORPORATE STOCKS - COMMON	268,012.000				$28,698,724.96
	COMMON/COLLECTIVE TRUSTS					
	1-3 YEAR GOV/CREDIT BD IDX FUND F	6,152,134.248			**	$65,905,353.35
	BR EQUITY INDEX FUND F	1,979,007.123			**	98,865,438.93
	BR LIFEPATH IDX RTRMNT FUND F	2,083,553.570			**	40,707,636.23
	BR LIFEPATH IDX 2020 FUND F	2,312,229.817			**	46,268,643.53
	BR LIFEPATH IDX 2025 FUND F	2,475,103.548			**	48,136,308.82
	BR LIFEPATH IDX 2030 FUND F	2,163,810.516			**	46,174,634.51
	BR LIFEPATH IDX 2035 FUND F	1,539,310.258			**	31,275,397.96
	BR LIFEPATH IDX 2040 FUND F	903,072.355			**	20,144,293.18
	BR LIFEPATH IDX 2045 FUND F	1,065,666.655			**	22,141,995.49
	BR LIFEPATH IDX 2050 FUND F	1,066,163.824			**	18,202,081.89
	BR LIFEPATH IDX 2055 FUND F	342,662.445			**	7,594,256.44
	MSCI ACWI EXUS IMI INDEX	2,144,113.073			**	29,979,203.40
	PYRAMIS CORE PLUS COMMINGLED POOL FUND	1,390,534.061			**	27,616,006.45
	RUSSELL 1000 GROWTH FUND F	1,944,769.875			**	48,361,953.82
	RUSSELL 1000 VALUE FUND F	1,300,621.736			**	42,145,866.98
	RUSSELL 2000 FUND F	820,277.978			**	38,041,047.45
	TOTAL COMMON/COLLECTIVE TRUSTS	29,683,031.082				$631,560,118.43
	LOANS TO PARTICIPANTS - OTHER					
*	LOANS TO PARTICIPANTS	11,263,637.990	4.3 to 11.5	Various maturity dates	—	$11,263,637.99
	TOTAL LOANS TO PARTICIPANTS - OTHER	11,263,637.990				$11,263,637.99
	TOTAL ASSETS HELD FOR INVESTMENT PURPOSES	74,405,010.202				$704,712,810.51

* Party-in-interest as defined by ERISA.
** Cost information is not required for participant-directed investments and therefore, is not included.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Celanese Americas Retirement Savings Plan
By: /s/ SCOTT A. RICHARDSON
Scott A. Richardson
Senior Vice President and Chief Financial Officer,
Celanese Corporation
President, Celanese Americas LLC

June 26, 2018

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INDEX TO EXHIBITS

Exhibits will be furnished upon request for a nominal fee, limited to reasonable expenses.

Exhibit Number	Description
23.1*	Consent of Independent Registered Public Accounting Firm of Celanese Americas Retirement Savings Plan, Whitley Penn LLP.

* Filed herewith.

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